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**GEMINI EDIBLES & FATS
INDIA LIMITED**

DIVIDEND DISTRIBUTION POLICY

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1. INTRODUCTION

The intent of the Policy is to broadly specify the external and internal factors including financial parameters that shall be considered while declaring dividend and the circumstances under which the shareholders of the Company may or may not expect dividend and how the retained earnings shall be utilized, etc.

2. DEFINITIONS

- i. "Board" shall mean Board of Directors of the Company.
- ii. "Companies Act" shall mean the Companies Act, 2013 and Rules thereunder, notified by the Ministry of Corporate Affairs, Government of India from time to time.
- iii. "Dividend" includes any interim dividend.
- iv. "Listed Entity / Company" shall mean Gemini Edibles and Fats India Limited.
- v. "Policy" means Dividend Distribution Policy.
- vi. "Regulations" shall mean the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as notified by The Securities and Exchange Board of India, as amended, from time to time.
- vii. "Stock Exchange" shall mean a recognized Stock Exchange as defined under clause (f) of Section 2 of the Securities Contracts (Regulation) Act, 1956.

3. POLICY

DECLARATION AND PAYMENT OF DIVIDEND

The declaration and payment of dividends will be recommended by the Board of Directors and approved by the shareholders of the Company, at their discretion, subject to the provisions of the Articles of Association and the Companies Act. The dividend, if any, will depend on a number of factors, including but not limited to, the earnings, profit available for distribution, capital requirements, business expansion and growth needs, cost of borrowings, likelihood of crystallization of contingent liabilities, contractual restrictions and overall financial position of the Company. The dividend pay-out decision of the Board also depends upon external factors such as the prevailing economic condition, inflation, increase in interest rates, change in the trade policies, acts of violence, terrorist attacks or war.

Subject to the statutory provisions, as applicable, the Company intends to have a total dividend payout (including applicable taxes, if any, relating to the dividend) between 30% to 50% of the profit after tax of the Company for the year, subject to adequate liquidity available at the Company to take care of planned business activities and expansion plans, capital expenditure and other uses of such funds including, but not limited to, any debt servicing requirements, acquisitions, and ensuring an acceptable credit rating, as may be determined, by the Board from time to time.

The declaration of dividend will always however be at the sole discretion of the Board (subject to approval by the shareholders of the Company) who will review this policy at least once every three financial years keeping in mind the business environment and requirements of the Company.

A. MANNER OF DIVIDEND PAYOUT

In case of final dividend:

- i. Recommendation, if any, shall be done by the Board, usually in the Board meeting that considers and approves the annual financial statements, subject to approval of the shareholders of the Company.
- ii. The dividend as recommended by the Board shall be approved/declared at the Annual General Meeting of the Company.
- iii. The payment of dividends shall be made within the statutorily prescribed period from the date of declaration, to those shareholders who are entitled to receive the dividend on the record date/book closure period, as per the applicable law.

In case of interim dividend:

- i. Interim dividend, if any, shall be declared by the Board.
- ii. Before declaring interim dividend, the Board shall consider the financial position of the Company that allows the payment of such dividend.
- iii. The payment of dividends shall be made within the statutorily prescribed period from the date of declaration to the shareholders entitled to receive the dividend on the record date, as per the applicable laws.
- iv. In case no final dividend is declared, interim dividend paid during the year, if any, will be regarded as final dividend in the Annual General Meeting.

4. NON APPLICABILITY OF POLICY

The Policy shall not apply to:

- Determination and declaration of dividend on preference shares, as and when issued by the Company, as the same will be as per the terms of issue approved by the shareholders;
- Issue of Bonus Shares by the Company; and
- Buyback of Securities.

The Policy is not an alternative to the decision of the Board for recommending dividend, which is made every year after taking into consideration all the relevant circumstances enumerated hereunder or other factors as may be decided as relevant by the Board.

5. POLICY REVIEW AND AMENDMENTS

This Policy would be subject to modification in accordance with the guidelines / clarifications as may be issued from time to time by relevant statutory and regulatory authority. The Board may modify, add, delete or amend any of the provisions of this Policy. Any exceptions to the Dividend Distribution Policy must be consistent with the Regulations and must be approved in the manner

as may be decided by the Board of Directors.

6. DISCLOSURES

The Dividend Distribution Policy shall be disclosed in the Annual Report and on the website of the Company i.e. at <https://www.gefindia.com/investors.html>

7. DISCLAIMER

This document does not solicit investments in the Company's securities and further is not an assurance of guaranteed returns (in any form), for investments in the Company's equity shares.

By Order of the Board
For **Gemini Edibles & Fats India Limited**



Pradeep Kumar Chowdhry
Managing Director
DIN: 01154121

Place: Hyderabad
Date: July 23, 2021